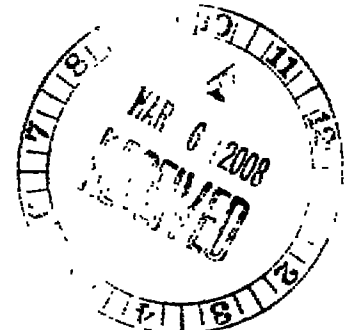


RECORDATION NO. 21740-K FILED

MAR 06 '08

1-08 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

March 4, 2008

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
385 E. Street SW, Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, December 20, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21740.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: ConAgra Foods, Inc.
11 ConAgra Drive, Suite 5023
Omaha, NE 68102

A description of the railroad equipment covered by the enclosed document is fifty (50) 4750 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows. Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(CNA060)

ASSGN. NO.: CONA060

MAR 06 '08

1-08 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th day of January, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CONAGRA FOODS, INC., a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 44 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of _____, _____, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

VICE PRESIDENT - SALES & MARKETING

Title: _____

By: K. A. DembrowskiName: K. A. DembrowskiTitle: DIRECTOR OF DOCUMENTATION Executed on this 30th day ofJanuary, 2008.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

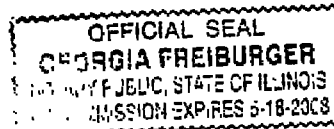
WITNESS my hand and official stamp or seal, this 30th day of January, 2008.

My Commission Expires:

5-2008

(Notary Public)

Notary Public



LESSEE:

CONAGRA FOODS, INC.

ATTEST:

By:

Name: Gregory A Heckman

Title: President + COO

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____

[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

I, Beth R. Robinson, a Notary Public of the County and State aforesaid, certify that Gregory A. Heckman personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14 day of January, 2008.

Beth R. Robinson

Notary Public

Commission Expires:

7-11-09



(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Fifty (50)
- II. DESCRIPTION OF CARS: Covered hopper cars, loading to 263,000 or 268,000 lbs. capacity
or greater, 4750 cu. ft. equipped with vibrator brackets
- III. CAR NUMBERS:
- | | | | |
|------|--------|------|--------|
| FURX | 463206 | NDYX | 822435 |
| FURX | 816734 | NDYX | 822456 |
| FURX | 816735 | NDYX | 822494 |
| FURX | 816737 | NDYX | 823415 |
| FURX | 821986 | NDYX | 824516 |
| FURX | 822179 | NDYX | 824578 |
| FURX | 822460 | NDYX | 824870 |
| FURX | 824508 | NDYX | 825012 |
| FURX | 824685 | NDYX | 825035 |
| FURX | 826965 | NDYX | 825039 |
| FURX | 827490 | NDYX | 826264 |
| FURX | 827491 | NDYX | 827233 |
| FURX | 828412 | NDYX | 827962 |
| FURX | 830029 | NDYX | 827978 |
| FURX | 832119 | NDYX | 827994 |
| NDYX | 490025 | NDYX | 827999 |
| NDYX | 820963 | NDYX | 828006 |
| NDYX | 822314 | NDYX | 828012 |
| NDYX | 822342 | NDYX | 828027 |
| NDYX | 822350 | NDYX | 828297 |
| NDYX | 822360 | NDYX | 830304 |
| NDYX | 822363 | NDYX | 830394 |
| NDYX | 822384 | | |
| NDYX | 822390 | | |
| NDYX | 822391 | | |
| NDYX | 822393 | | |
| NDYX | 822394 | | |
| NDYX | 822397 | | |